

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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PORTSIDE GROWTH AND OPPORTUNITY FUND,

Plaintiff,

v.

GIGABEAM CORPORATION,

Defendant.
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No. 07 Civ. 6990 (NRB)

DECLARATION OF JASON D. PADGETT

JASON D. PADGETT, under penalty of perjury, declares:

1. I am a member of the Bar of this Court and associated with the law firm Mintz Levin Cohn Ferris Glovsky and Popeo, P.C., counsel for defendant Gigabeam Corporation (“Gigabeam”) in this litigation.

2. Attached hereto as Exhibit A is a true and correct copy of a letter, dated January 4, 2007, from Caroline Baldwin Kahl, former corporate counsel to Gigabeam, to Continental Stock Transfer and Trust Co., Gigabeam’s transfer agent (“Continental Stock”).

3. Attached hereto as Exhibit B is a true and correct copy of a facsimile, dated June 3, 2008, from Continental Stock to Nicole Heideman, attorney at Trombly Business Law, current corporate counsel to Gigabeam. The report depicted in the facsimile shows the number of shares of Gigabeam common stock held for the account of Plaintiff Portside Growth and Opportunity Fund (“Portside”) at various times. Specifically, the report shows when shares of Gigabeam common stock were credited to Portside’s account and when they were debited.

4. Attached hereto as Exhibit C is a true and correct copy of a counter-signed letter agreement dated March 30, 2007, from Leighton J. Stephenson, former Chief Financial Officer

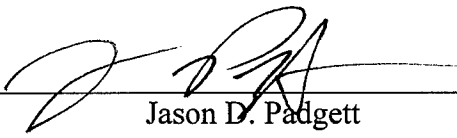
of Gigabeam, to Portside Growth & Opportunity Fund.

5. Attached hereto as Exhibit D is a true and correct copy of a letter, dated May 1, 2007, from Ms. Kahl to Continental Stock.

6. Attached hereto as Exhibit E is a true and correct copy of excerpts of Gigabeam's Form 10-QSB for the period ended September 30, 2007, and filed with the Securities and Exchange Commission on November 19, 2007.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: June 9, 2008.



Jason D. Padgett